

## Approval/Conditional Approval Letter

[OCC LOGO]

Date

Name of Representative

Name of Bank

Address

City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

The Comptroller of the Currency (OCC) has approved/conditionally approved the (name of bank)'s (capital/dividend) proposal of \$ (amount) as outlined in your letter of (date).

(If applicable.) This approval is subject to the following condition(s):

List conditions: (Conditions are subject to 12 USC 1818 and continue to be in effect after capital changes are completed.)

The condition(s) of this approval (is a condition/are conditions) "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818(b)(1).

*(If applicable, describe any special items that must be completed prior to the increase/decrease in capital.)*

*(For increases in capital, if not provided in the notice)* Pursuant to 12 USC 57, an increase in capital stock requires the approval by shareholders owning at least two-thirds of the bank's capital stock. In addition, 12 USC 21a requires approval by the shareholders to amend the bank's Articles of Association) or (Pursuant to 12 USC 51a, issuance of preferred stock requires approval by the shareholders owning a majority of stock of the bank. If necessary, any changes to the Articles of Association would also require shareholder approval.)

*(For capital reductions, if not provided in the notice)* Pursuant to 12 USC 59, a reduction in capital stock requires approval by shareholders owning at least two-thirds of the bank's capital stock and, if necessary, amendments to the Articles of Association.

*(If proxy materials must be filed)* Preliminary proxy materials or information statements must be filed for banks that are subject to 12 CFR 11 with the OCC's Securities and Corporate Practices Division (SCP), Washington, DC, for review and clearance prior to distribution to shareholders.

*(If applicable)* Before commencing the sale of securities, prepare and file with SCP a registration statement or other document(s) that may be required under 12 CFR 16.

This approval is granted based on a through review of all information available, including the representations and commitments made in the application(s) and by the bank's representatives.

The change in capital should be completed within one year of the date of this letter.

If you have questions, contact (name) at telephone number).

Sincerely,

—Signature—

Name and Title

cc:Official File

## Approval Letter: Quasi-reorganization

[OCC LOGO]

Date

Name of Representative

Name of Bank

Address

City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

The Comptroller of the Currency (OCC) has granted permission for (name of bank) to perform a quasi-reorganization as outlined in your letter of (date). This letter constitutes OCC recognition of the proposed quasi-reorganization to compute the formulas established in 12 USC 56 and 60 for the payment of dividends. This letter also serves as approval of the reduction in (capital/surplus).

*(If applicable)* This approval is granted subject to the following condition(s):

List Conditions: (Conditions are subject to 12 USC 1818 and continue to be in effect after completing the quasi-reorganization.)

The condition(s) of this approval (is a condition/are conditions) "imposed in writing by the agency in connection with the granting of any application of other request" within the meaning of 12 USC 1818. As such, the condition(s) is/are enforceable under 12 USC 1818.

*(If applicable, describe any special items that must be completed prior to the reorganization.)*

Specific accounting and legal requirements must be met:

- The transaction must be accounted for according to Chapter 7A of Accounting Research Bulletin No. 43, issued by the American Institute of Certified Public Accountants (AICPA). Assets and liabilities must be valued first to their current market value and any net write off as a result of the revaluation charged against undivided profits. The revaluation cannot increase total capital. Once the revaluation is complete, the deficit in the undivided profits account may be eliminated against the surplus account, and if necessary, the common stock account.

- Shareholder approval must be obtained for the quasi-reorganization. Shareholders must be provided with a full disclosure of all material aspects of the proposal, including the appraisal process, prior to the shareholders' meeting.
- *(If proxy materials must be filed)* Preliminary proxy materials or information statements must be filed for banks that are subject to 12 CFR 11 with the OCC's Securities and Corporate Practices Division, Washington, DC, for review and clearance prior to distribution to shareholders.
- *(For transactions that involve a reduction in common stock)* Shareholders' approval must be obtained for the reduction in common stock according to 12 CFR 5.46(k) and the Articles of Association may also have to be amended in accordance with 12 USC 21(a).

Once shareholder approval has been obtained, please notify the OCC when the change has been completed. (The effective date will be the date the bank receives OCC authorization; however, the first day of the quarter in which authorization is obtained may be used as the effective date.) Along with the notification, please provide:

- A copy of the final proxy materials as distributed to the shareholders.
- Certification of shareholders' approval.
- *(For transactions that require a reduction in capital stock)* A certified copy of the amendment to the Articles of Association.
- A statement that the transaction complied with all laws, regulations, and conditions imposed by the Comptroller of the Currency.

Upon receipt of your notification, the OCC will authorize the reduction in capital.

The quasi-reorganization should be completed within one year of the date of this letter.

This approval is granted based on a thorough review of all information available, including the representations and commitments made in the application(s) and by the bank's(s') representatives.

If you have questions, please contact (name, address, city, state, ZIP Code) at (telephone number).

Sincerely

—Signature—

Name and Title

cc:Official File

bcc:Quality Assurance Coordinator

## Authorization Letter: Capital Decrease

[OCC LOGO]

Date

Name of Representative

Name of Bank

Address

City, State, ZIP Code

Re: Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

This will acknowledge receipt of your letter of notification (date), concerning the reduction of \$ (amount) in (common stock/preferred stock/capital surplus).

This letter is the official authorization of the Comptroller of the Currency given to (name of bank, city, and state), (charter number), to decrease its (common stock/preferred stock/surplus) account from \$ (amount) to \$ (amount), effective (date)\*, and capital surplus from \$ (amount) to \$ (amount).

*(If applicable)* This letter also confirms that the bank's capital category for purposes of 12 USC 1831o and 12 CFR 6 changed from (former capital category) to (new capital category) effective (date)\*. The bank should change its legal lending limit calculation as of (date)\*. In addition, all other statutory limits based on resulting capital changed on (date).

Sincerely,

—Signature—

Name and Title

cc: Official File

\* Use actual date of decrease.

## Certification of Capital Increase

[OCC LOGO]

Date

Name of Representative

Name of Bank

Address

City, State, ZIP Code

Re:      Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

*(For common and preferred stock)*

This will acknowledge receipt of your letter of notification (date), concerning the increase of \$ (amount) in (common/preferred) stock.

This letter is the official certification of the approval of the Comptroller of the Currency given to (name of bank, city, and state) to increase its (common/preferred) stock from \$ (amount) to \$ (amount). The proceeds may be considered as capital, effective (date).\*

*(For surplus)*

This letter is the official authorization of the approval of the Comptroller of the Currency given to (name of bank, city, and state) to increase its capital surplus from \$ (amount) to \$ (amount). The proceeds may be considered as capital, effective (date).\*

*(If applicable)* This letter also confirms that the bank's capital category for purposes of 12 USC 1831o and 12 CFR 6 changed from (former capital category) to (new capital category) effective (date).<sup>\*</sup> The bank should change its legal lending limit calculation as of (date).<sup>\*</sup> In addition, all other statutory limits based on resulting capital changed on (date).

Sincerely,

—Signature—

Name and Title

—OCC SEAL—

cc: Official File

\* Use actual date of the increase.



## Acknowledgment Letter for Notice of Preferred Stock Terms

[OCC LOGO]

Date

Name of Representative

Name of Bank

Address

City, State, ZIP Code

Re:Application Description, CAIS Control Number

Dear Mr./Ms. (Name):

This will acknowledge receipt of your letter of notification (date), concerning the preferred stock terms for (name of bank and charter number). You may consider the preferred stock terms approved if you receive no additional communication from our agency on, or before (insert date automatic approval will become effective).

The OCC will consider the issue (Tier 1 or Tier 2) capital.

*(Insert if applicable)*

- Shareholders should approve, by a majority vote, the necessary issuance of authorized shares of preferred stock.
- Preliminary proxy materials or information statements must be filed for banks that are subject to 12 CFR 11 with the OCC's Securities and Corporate Practices Division (SCP), Washington, DC, for review and clearance prior to distribution to shareholders.
- Before commencing the sale of securities, prepare and file with SCP a registration statement or other document(s) that may be required under 12 CFR 16.

Please notify the OCC after you have completed the change and complied with legal requirements (see 12 CFR 5.46(l)(3) for notification requirements). Upon receipt of your notification, the OCC will certify the increase in capital, provided it is legal.

If you have questions, contact (name) at (telephone number).

Sincerely,

—Signature—

Name and Title

—OCC SEAL—

cc: Official File